FORM D

1055048

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
(Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

JNIFORM LIMITED OFFERING EXEMPTION

RING EXEMPTION $\frac{298/2}{06023421}$

Name of Offering	(check if this is an a	amendment and name	has changed, and is	ndicate change.)	00020721
Offering of Ordinar	y Shares of Meridian Pe	erformance Partners,	Ltd.		
Filing Under (Check	box(es) that apply):	☐ Rule 504	☐ Rule 505		Section 4(6) Supplies
Type of Filing:	☐ New Filing				PROCESSED
		A. BASI	CIDENTIFICAT	ION DATA	FEB 2 4 2003 V
1. Enter the inform	nation requested about th	e issuer			Tuo.
Name of Issuer	check if this is an a	mendment and name h	nas changed, and in	dicate change.	THOMAS
Meridian Performar	nce Partners, Ltd.				Financial
Address of Executive	e Offices		(Number and Stre	et, City, State, Zip Co	ode) Telephone Number (Including Area Code)
c/o Olympia Capita	l (Cayman) Limited, Wil	liams House, 20 Reid	Street, Hamilton H	IM 11, Bermuda	(441) 292-1018
Address of Principal	Offices (if different from	Executive Offices)	(Number and Stre	et, City, State, Zip Co	ode) Telephone Number (Including Area Code)
c/o Meridian Divers	ified Fund Managemen	t, LLC, 20 Corporate \	Woods Blvd., 4 th Fl	r, Albany, NY 1221	1 (518) 432-1600
Brief Description of E	Business: Investme	nt in securities throu	gh a diverse group	o of investment man	nagers
Type of Business Or	ganization				
	□ corporation	☐ limited	oartnership, already	formed	☑ other (please specify)
	☐ business trust	☐ limited	partnership, to be fo	rmed	Cayman Islands Exempted Company
			Month	Yea	ar
Actual or Estimated	Date of Incorporation or 0	Organization:	1 2	0	2 ⊠ Actual ☐ Estimated
Jurisdiction of Incorp	oration or Organization:	(Enter two-letter U.S. I	Postal Service Abbr	eviation for State;	
·	-	C	N for Canada: FN fo	or other foreign jurisc	diction) F N

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8

		A. BASIC IDI	ENTIFICATION DAT	A	
Each beneficial owrÉach executive office	e issuer, if the iss ner having the pov cer and director of	uer has been organized with	ect the vote or disposition of		a class of equity securities of the issuer; rtnership issuers; and
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):	Lewnowski, Oskar P.			
Business or Residence Addr Hamilton HM 11, Bermuda	ress (Number and	Street, City, State, Zip Code	e): c/o Olympia Capit	al (Cayman) Limi	ted, Williams House, 20 Reid Street,
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):	Morrison, Raymond			
Business or Residence Addr Hamilton HM 11, Bermuda	ess (Number and	Street, City, State, Zip Code	e): c/o Olympia Capit	al (Cayman) Limi	ted, Williams House, 20 Reid Street,
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):	Lawrence, William H.	N 4-1-	, , , , , , , , , , , , , , , , , , , ,	
Business or Residence Addi Floor, Albany, New York 1		Street, City, State, Zip Code	e): c/o Meridian Capi	tal Partners, Inc.,	20 Corporate Woods Boulevard, 4 th
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Code	<u></u>		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Code) :		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual):			-	
Business or Residence Add	ress (Number and	Street, City, State, Zip Code) :		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	f individual):		*******		
Business or Residence Add	ress (Number and	Street, City, State, Zip Code	e):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number and	Street, City, State, Zip Code	e):		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	:			N.	В.	INFORM	IATION	ABOUT	OFFER	ING			
1.	Has the issu	er sold, or o	does the is	suer inten	d to sell, to Answer a	non-accri	edited inve	estors in th lumn 2, if f	is offering' iling under	? · ULOE.		☐ Yes	⊠ No
2.	What is the r	ninimum in	vestment t	hat will be	accepted	from any i	ndividual?	•••••				\$ <u>2</u> ,	000,000*
		ge at the c	liscretion	of the Fur	nd, but no	t below \$	50,000 (U.	S.) or suc	h other an	nount as	specified	from time t	o time under Cayman
isian	ds law.												
3.	Does the offe	ering permi	t joint own	ership of a	single uni	t?						⊠ Yes	i □ No
,	Enter the info any commiss offering. If a and/or with a associated p	ion or simi person to l state or st	lar remune be listed is ates, list th	ration for s an associ e name of	solicitation ated perso the broke	of purcha: on or agent r or dealer	sers in cor t of a broke . If more t	nection wi er or deale han five (5	th sales of r registere) persons	f securities d with the to be lister	in the SEC d are		
Full N	lame (Last n	ame first, il	individual)									
Busir	ess or Resid	ience Addr	ess (Numb	er and Str	eet, City, S	State, Zip (Code)						
Name	of Associat	ed Broker o	or Dealer				_						
	s in Which P												☐ All States
□ [A	Check "All S L] [AK]	_	[AR]		s)[CO]					☐ [GA]	[HI]	☐ [ID]	☐ All States
☐ [II		☐ [IA]	 □ [KS]					[MA]		☐ [MN]	_ [MS]	_ [MO]	
_ [N		□ [NV]		[NJ]		☐ [NY]		☐ [ND]				☐ [PA]	
□ [R	i] 🔲 [SC]	□ [SD]	□ [TN]	□ [TX]	[TU]	[√T]	□ [VA]	□ [WA]	[WV]	[WI]		☐ [PR]	
Full N	lame (Last n	ame first, i	findividual)									
Busir	ess or Resid	lence Addr	ess (Numb	er and Str	eet, City, S	State, Zip (Code)						
Name	of Associat	ed Broker	or Dealer										
	s in Which P Check "All S												☐ All States
□ [A		[AZ]			-						☐ (HI)	☐ [ID]	☐ All States
□ [II		☐ [IA]										[MO]	
□ [N			□ [NH]	☐ [NJ]				[ND]		_		_	
□ [R	i] 🔲 [SC]	□ [SD]	[NT]	□ [тх]			□ [VA]	[WA]	[WV]		□ [WY]	□ [PR]	
Full N	ame (Last n	ame first, i	f individual)			_						
Busir	ess or Resid	lence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)						
Nam	of Associat	ed Broker	or Dealer										
	s in Which P Check "All S												☐ All States
□ [A	L] 🗌 [AK]	☐ [AZ]	☐ [AR]	☐ [CA]	☐ [CO]		□ [DE]			☐ [GA]	☐ [HI]	☐ [ID]	
		□ [IA]	☐ [KS]	☐ [KY]	□ [LA]	[ME]						☐ [MO]	
<u></u> [N	_		☐ [NH]	□ [NJ]	☐ [NM] —			_	☐ [OH]		[OR]	_ :_ :	
□ [F	I] 🔲 [SC]			□ [TX]			[VA]		[WV]		[WY]	∐ [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	. <u>\$</u>	0	\$	0
	Equity	. \$	1,000,000,000	\$	122,857,402
	□ Preferred				
	Convertible Securities (including warrants)	. <u>\$</u>	0	<u>\$</u>	0
	Partnership Interests	. <u>\$</u>	0	\$	0
	Other (Specify)	. <u>\$</u>	0	<u>\$</u>	0
	Total	\$	1,000,000,000	\$	122,857,402
	Answer also in Appendix, Column 3, if filing under ULOE Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		38	\$	122,857,402
	Non-accredited Investors		0	. \$	0
	Total (for filings under Rule 504 only)		0	\$	0
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C–Question 1.		Types of		Dollar Amount Sold
	Type of Offering		Security	•	
	Rule 505		-	_	n/a
	Regulation A		n/a	_ \$	n/a
	Rule 504		n/a		n/a
	Total	·	n/a	\$	n/a
•	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		🗖	\$	0
	Printing and Engraving Costs			\$	0
	Legal Fees	······	🖾	\$	20,000
	Accounting Fees		🛛	\$	30,000
	Engineering Fees		🗆	\$	0
	Sales Commissions (specify finders' fees separately)			\$	0
	Other Expenses (identify))			\$	0

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

4 of 8

4	b. Enter the difference between the aggregate offering price given Question 1 and total expenses furnished in response to Part C–Que "adjusted gross proceeds to the issuer."	stion 4.a. This differe	nce is the			<u>\$</u>	<u> </u>	999,950,000
5	Indicate below the amount of the adjusted gross proceeds to the issued for each of the purposes shown. If the amount for any purpose estimate and check the box to the left of the estimate. The total of the adjusted gross proceeds to the issuer set forth in response to Paragraphics and the interest of	e is not known, furnish he payments listed mu	an st equal	O Dir	yments to officers, rectors & ffiliates			Payments to Others
	Salaries and fees			•	imates		\$	Others
	Purchase of real estate			<u>*</u>		. 🗆	<u>\$</u> \$	
	Purchase, rental or leasing and installation of machinery and			<u>*</u>			\$	
	Construction or leasing of plant buildings and facilities			¢ ·		. ⊔	\$	
				Ψ		. ப	Ψ	
	Acquisition of other businesses (including the value of securi offering that may be used in exchange for the assets or secu	rities of another issue		•		_	•	
	pursuant to a merger			\$			\$	
	Repayment of indebtedness		_	<u>\$</u>		. 🗆	\$	
	Working capital			\$. 🗆	\$	
	Other (specify): Shares			<u>\$</u>			\$	999,950,000
	· · · · · · · · · · · · · · · · · · ·			\$. 🗆	\$	
	Column Totals			\$			\$	999,950,000
	Total payments Listed (column totals added)				⋈ \$	99	9,950,	000_
	D: FED	ERAL SIGNATUI	RE	17 6 6 16 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	- 34.			
CO	is issuer has duly caused this notice to be signed by the undersigned nstitutes an undertaking by the issuer to furnish to the U.S. Securities the issuer to any non-accredited investor pursuant to paragraph (b)(2	duly authorized perso and Exchange Comm	n. If this r	notice is file				
Iss	uer (Print or Type)	Signature	\int_{Λ}	177) Da	ite _	T,-	771
	eridian Performance Partners, Ltd.	100	- Y V	<i></i>			419	2/06
By By	me of Signer (Print or Type) : Meridian Diversified Fund Management, LLC, Investment Manager : Meridian Capital Partners, Inc., Managing Member : Laura K. Smith	Title of Signer (Print Managing Director						
		ATTENTION						

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1.	Is any party described in 17 CFR 230.262 presently subject to all provisions of such rule?	ny of the disqualification Yes No
	See Appendix, Column	5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any stat (17 CFR 239.500) at such times as required by state law.	e administrator of any state in which this notice is filed a notice on Form D
3.	The undersigned issuer hereby undertakes to furnish to the state	e administrators, upon written request, information furnished by the issuer to offerees.
4.		the conditions that must be satisfied to be entitled to the Uniform limited Offering inderstands that the issuer claiming the availability of this exemption has the burden
	uer has read this notification and knows the contents to be true and sed person.	d has duly caused this notice to be signed on its behalf by the undersigned duly
•	Print or Type) n Performance Partners, Ltd.	Signature Date 10/06
By: Mer	f Signer (Print or Type) ridian Diversified Fund Management, LLC, investment Manager idian Capital Partners, Inc., Managing Member ra K. Smith	Title of Signer (Print or Type) Managing Director of Operations

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				T					
1		2	3		4	1		5	
State AL AK AZ AR CA	Intend to sell to non-accredited investors in State (Part B – Item 1)		Type of security and aggregate offering price offered in state (Part C – Item 1)		under Sta (if yes, explana waiver g	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1)			
State	Yes	No	Ordinary Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR			- 6.04						
CA		×	\$1,000,000,000	1	\$1,000,000	0	\$0		Х
СО							· · · · · · · · · · · · · · · · · · ·		
СТ		X	\$1,000,000,000	1	\$500,000	0	\$0		Х
DE									
DC					7				
FL					- V-1				
GA		×	\$1,000,000,000	1	\$1,742,862.	0	\$0		Х
н					7				
ID					-				
IL		Х	\$1,000,000,000	1	\$3,500,000 •	0	\$0		X
IN	-11/14				And the second s				
IA									
KS									
KY		х	\$1,000,000,000	1	\$2,600,000 -	0	\$0		Х
LA		Х	\$1,000,000,000	1	\$1,900,000	0	\$0		×
ME									
MD		х	\$1,000,000,000	1	\$30,000,000.	0	\$0		Х
MA		х	\$1,000,000,000	8	\$20,152,000 *	0	\$0		Х
MI									
MN			,						
MS									
МО		х	\$1,000,000,000	2	\$20,598,998 •	0	\$0		Х
мт									
NE									
NV						``			
NH									
NJ		X	\$1,000,000,000	1	\$500,000	0	\$0		×

1		2	3		4	4	N. S.	5	5		
	to non-a	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Amount purch	vestor and nased in State – Item 2)		Disqualirunder Sta (if yes, explana waiver g (Part E –	ate ULOE attach ation of granted)		
State	Yes	No	Ordinary Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
NM											
NY		×	\$1,000,000,000	6	\$13,717,126 <i>:</i>	0	\$0		х		
NC		х	\$1,000,000,000	5	\$6,381,495 .	0	\$0		X		
ND			·								
ОН		×	\$1,000,000,000	1	\$4,325,000	0	\$0		X		
ок											
OR											
PA		x	\$1,000,000,000	1	\$2,000,000	0	\$0		Х		
RI	•	×	\$1,000,000,000	1	\$4,250,000 .	0	\$0		X		
sc	-	×	\$1,000,000,000	1	\$900,000 -	0	\$0		х		
SD											
TN											
TX											
UT											
VT											
VA											
WA					3200						
wv		х	\$1,000,000,000	5	\$8,789,921 .	0	\$0		×		
WI											
WY											